

Miller & Chevalier, Chartered
Registration Statement: Exhibit C

Articles of Incorporation

- **August 5, 1975**
- **Amended:**
 - **March 26, 1981**
 - **May 23, 2000**
 - **April 27, 2007**

Bylaws

- **June 10, 2013**

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ARTICLES OF INCORPORATION

OF

MILLER & CHEVALIER
chartered

The undersigned, in order to form a professional corporation pursuant to Chapter 11 of Title 29 of the District of Columbia Code, adopt the following articles of incorporation

1. Name. The name of the Corporation is:
Miller & Chevalier chartered
2. Duration. The Corporation shall have perpetual existence.
3. Purposes. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted, or carried on by it are to render legal services through its shareholders, directors, officers employees, or agents who are themselves duly licensed to render such services, and to render services ancillary thereto.
4. Authorized shares. The aggregate number of shares that the Corporation shall have authority to issue is 10,000, all of the same class with the same rights, privileges, and limitations, having a par value of \$1.00 per share.
5. Commencement of business. The minimum amount of capital with which the Corporation will commence business is \$1,000.

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6. Preemptive rights denied. No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.
7. Registered office and agent. The registered office of the Corporation is at 1700 Pennsylvania Avenue, N.W., Washington, D.C. 20006. The registered agent at that address is James F. Gordy, a resident of the District of Columbia.
8. Directors. (a) The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the initial Board shall be six.
- (b) The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify are as follows:
- David W. Richmond, 8201 Kerry Road, Chevy Chase,
Maryland 20015
- Numa L. Smith, Jr., 3443 North Venice Street, Arlington,
Virginia 22207
- John S. Nolan, 10904 Stanmore Drive, Potomac, Maryland
20854

Clarence T. Kipps, Jr., 4929 North 30th Street,
Arlington, Virginia 22207

James F. Gordy, 3409 Wisconsin Avenue, N.W., Washington
D.C. 20016

Robert D. Heyde, 2405 Black Cap Lane, Reston, Virginia
22070

9. Shareholders. The names and address of the original
shareholders of the Corporation are as follows:

David W. Richmond, 8201 Kerry Road, Chevy Chase, Mary-
land 20015

Numa L. Smith, Jr., 3443 North Venice Street, Arlington
Virginia 22207

Barron K. Grier, 4502 North 32nd Road, Arlington,
Virginia 22207

John S. Nolan, 10904 Stanmore Drive, Potomac, Maryland
20854

Fred W. Peel, 2202 Martha's Road, Alexandria, Virginia
22307

Raphael Sherfy, 9624 Accord Drive, Potomac, Maryland 2

John M. Bixler, 5304 Moorland Lane, Bethesda, Maryland
20014

Clarence T. Kipps, Jr., 4929 North 30th Street, Arling
Virginia 22207

James F. Gordy, 3409 Wisconsin Avenue, N.W., Washington
D.C. 20016

Philip S. Neal, 1133 Asquith Drive, Rugby Hall, Arnold
Maryland 21012

Robert L. Moore, II, 4008 Everett Street, Kensington,
Maryland 20795

A. John Gabig, 1007 Kimberwicke Road, McLean, Virginia
22101

Charles J. Monahan, 7018 Old Cabin Lane, Rockville,
Maryland 20852

Dennis P. Bedell, 4142 North Round Hill Road, Arlington
Virginia 22207

Robert D. Heyde, 2405 Black Cap Lane, Reston, Virginia
22070

James K. Jeanblanc, 1600 South Joyce Street, Apt. #C-11
Arlington, Virginia 22202

John Lloyd Rice, 8601 Nan Lee Drive, Springfield,
Virginia 22152

10. All of the shareholders and directors of the Corporation
are, and shall be, duly licensed in the District of

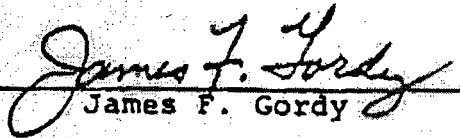
Columbia to render the professional services for which the Corporation is organized.

11. Incorporator. The name and mailing address of the incorporator who is a natural person of the age of 21 years or more, is as follows:

James F. Gordy, 3409 Wisconsin Avenue, N. W.

Washington, D. C. 20016

The undersigned, being the incorporator above named, makes and signs these articles of incorporation, and verifies that the facts stated therein are true, this 6th day of August, 1975.


James F. Gordy

AMENDED ARTICLES OF INCORPORATION

OF

MILLER & CHEVALIER
Chartered

The undersigned, acting as incorporator of a professional corporation pursuant to Chapter 11 of Title 29 of the Code of Laws of the District of Columbia, adopts the following Amended Articles of Incorporation for such corporation before acceptance of subscription to shares:

1. Name. The name of the Corporation is: Miller & Chevalier Chartered
2. Duration. The Corporation shall have perpetual existence.
3. Purposes. The nature of the business of the Corporation and the objects or purposes to be transacted, promoted, or carried on by it are to render legal services through its shareholders, directors, officers, employees, or agents who are themselves duly licensed to render such services, and to render services ancillary thereto.
4. Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,001,000 to be divided into two classes of common shares. The first class shall be designated

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Class A common shares and the Corporation shall be authorized to issue 1,000 shares having a par value of \$1.00. The second class shall be designated Class B common shares and the Corporation shall be authorized to issue 1,000,000 shares, having a par value of \$5.00 per share.

5. Relative rights of classes of shares. Class A shares shall have voting rights at one vote per share and shall be entitled to a distribution of \$1.00 for each share in the event of the voluntary or involuntary liquidation of the Corporation. No person may own more than one share of the Class A shares, and such person shall be duly admitted to the District of Columbia Bar and qualified to practice law in the District of Columbia. Class B shares shall have no voting rights. Except for the \$1.00 distribution for each Class A share, only Class B shares shall be entitled to a distribution of the Corporation's assets in the event of the voluntary or involuntary liquidation of the Corporation. All other rights, privileges, and limitations shall be the same for both classes of shares.
6. Commencement of business. The minimum amount of capital with which the Corporation will commence business is \$1,000.

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7. Preemptive rights denied. No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.
8. Internal affairs. The provisions for the regulation of the internal affairs of the Corporation are:
The power to alter, amend, and repeal the Bylaws and to make new Bylaws shall be reserved to the shareholders.
9. Registered office and agent. The registered office of the Corporation is at 1700 Pennsylvania Avenue, N. W., Washington, D. C. 20006. The registered agent at that address is James F. Gordy, a resident of the District of Columbia.
10. Directors. (a) The business of the Corporation shall be managed by its Board of Directors. The number of directors constituting the initial Board shall be eight.

(b) The names and addresses of the persons who are to serve as directors until the

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first annual meeting of shareholders or until their successors are elected and qualify are as follows:

Philip S. Neal, 1133 Asquith Drive, Rugby Hall,
Arnold, Maryland 21012

John S. Nolan, 10904 Stanmore Drive, Potomac,
Maryland 20854

Raphael Sherfy, 9624 Accord Drive, Potomac,
Maryland 20854

John M. Bixler, 5304 Moorland Lane, Bethesda,
Maryland 20014

Clarence T. Kipps, Jr., 4929 North 30th Street,
Arlington, Virginia 22207

Robert L. Moore, II, 6613 Kennedy Drive, Chevy
Chase, Maryland 20015

Charles J. Monahan, 7018 Old Cabin Lane, Rockville,
Maryland 20852

Donald B. Craven, 5106 Albemarle Street, N. W.,
Washington, D. C. 20016

11. Shareholders. The names and addresses of the original shareholders of the Corporation are as follows:

David W. Richmond, 551 Putting Green Lane, Longboat
Key, Florida 33548

Numa L. Smith, Jr., 3443 North Venice Street,
Arlington, Virginia 22207

John S. Nolan, 10904 Stanmore Drive, Potomac,
Maryland 20854

Raphael Sherfy, 9624 Accord Drive, Potomac,
Maryland 20854

John M. Bixler, 5304 Moorland Lane, Bethesda,
Maryland 20014

Clarence T. Kipps, Jr., 4929 North 30th Street,
Arlington, Virginia 22207

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James F. Gordy, 4701 Upton Street, N. W.,
Washington, D. C. 20016

Philip S. Neal, 1133 Asquith Drive, Rugby Hall,
Arnold, Maryland 21012

Robert L. Moore, II, 6613 Kennedy Drive, Chevy
Chase, Maryland 20015

A. John Gabig, 1007 Kimberwicke Road, McLean,
Virginia 22102

Charles J. Monahan, 7018 Old Cabin Lane, Rockville,
Maryland 20852

Dennis P. Bedell, 4142 North Round Hill Road,
Arlington, Virginia 22207

Robert D. Heyde, 6405 Winston Drive, Bethesda,
Maryland 20034

James K. Jeanblanc, 1521 S. Arlington Ridge Road,
Arlington, Virginia 22202

John Lloyd Rice, 3606 South Place, Alexandria,
Virginia 22309

Donald B. Craven, 5106 Albemarle Street, N. W.,
Washington, D. C. 20016

Gary G. Quintiere, 8807 Honeybee Lane, Bethesda,
Maryland 20034

Theodore E. Rhodes, 4935 Hillbrook Lane, N. W.,
Washington, D. C. 20016

Jay L. Carlson, 4437 Cathedral Avenue, N. . .,
Washington, D. C. 20016

Mark L. Evans, 3046 Newark Street, N. W.,
Washington, D. C. 20008

Homer E. Moyer, 4400 Q Street, N. W., Washington,
D. C. 20007

James W. Midgley, 2440 Virginia Avenue, N. W.,
Apt. 404, Washington, D. C. 20037

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F. Brook Voght, 6004 Grove Drive, Alexandria,
Virginia 22307

Frederick H. Robinson, 5035 Eskridge Terrace, N. W.,
Washington, D. C. 20016

John B. Magee, 1937 Biltmore Street, N. W.,
Washington, D. C. 20009

Emmett B. Lewis, 6629 31st Street, N. W., Washington,
D. C. 20015

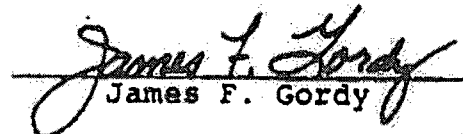
Craig D. Miller, 1209 Noyes Drive, Silver Spring,
Maryland 20910

Robert K. Huffman, 708 Enderby Drive, Alexandria,
Virginia 22302

12. All of the shareholders and directors of the Corporation are, and shall be, duly licensed in the District of Columbia to render the professional services for which the Corporation is organized.
13. Incorporator. The name and mailing address of the incorporator who is a natural person of the age of 21 years or more, is as follows:

James F. Gordy, 4701 Upton Street, N. W.,
Washington, D. C. 20016

The undersigned, being the incorporator above named, makes and signs these articles of incorporation, and verifies that the facts stated therein are true, this 26th day of March, 1981.


James F. Gordy

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
(After Acceptance of Subscription to Shares)

TO: Department of Consumer and Regulatory Affairs
Corporate Division
Washington, D.C. 20002

Pursuant to the provisions of Title 29, Chapter 3 of the Code of Laws of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Miller & Chevalier, Chartered.

SECOND: The following Amendment to the Articles of Incorporation was advised by the directors and adopted by the shareholders of the corporation on May 1, 2000, in the manner prescribed by the Code of Laws on the District of Columbia.

The aggregate number of shares that the Corporation shall have authority to issue is \$2,001,000, to be divided into three classes as follows:

1,000 shares of Class A Common Stock, par value \$1.00 per share
1,000,000 shares of Class B Common Stock, par value \$5.00 per share
1,000,000 shares of Class C Common Stock, par value \$5.00 per share

- Class A shares shall have voting rights of one vote per share, and shall be entitled to a distribution of \$1.00 per share in the event of voluntary or involuntary liquidation of the Corporation. No person may hold more than one share of the Class A shares.
- Class B shares shall have no voting rights. Except for the \$1.00 distribution specified herein above for each Class A share, and the distribution specified herein below for each Class C share, Class B shares shall be entitled to a distribution of all of the Corporation's assets on the voluntary or involuntary liquidation of the Corporation.
- Class C shares shall have no voting rights, and shall be entitled to a distribution in kind of all the shares of any limited liability company organized under the laws of the Commonwealth of Pennsylvania that may be owned by the Corporation at the time of, and in the event of, the voluntary or involuntary liquidation of the Corporation.

All other rights, privileges, and limitations shall be the same for each class of shares.

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THIRD: The amendment received an affirmative vote of the holders of at least 2/3rds of the outstanding shares entitled to vote.

FOURTH: The manner, if not set forth in such amendment, in which any exchange reclassification or cancellation of issued shares provided for amendment shall be effected, is as follows:

No change.

FIFTH: The manner in which such amendment effects a change in the amount of stated capital, or paid in surplus, or both, and the amount of stated capital and the amount of paid in surplus as changed by such amendment, are as follows:

No change.

May 23, 2000

Miller & Chevalier Chartered

By 
President

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
(After Acceptance of Subscription to Shares)

Miller & Chevalier Chartered

ONE

The name of the corporation is Miller & Chevalier Chartered.

TWO

The following Amendment to the Articles of Incorporation was advised by the directors and adopted by shareholders of the Corporation on March 28, 2005, in the manner prescribed by the Code of Laws of the District of Columbia.

The aggregate number of shares that the Corporation shall have authority to issue is 1,001,000 to be divided into two classes as follows:

1,000 shares of Class A Common Stock, par value \$1.00 per share.
1,000,000 shares of Class B Common Stock, par value \$5.00 per share.

Class A shares shall have voting rights of one vote per share, and shall be entitled to a distribution of \$1.00 per share in the event of voluntary or involuntary liquidation of the Corporation. No person may hold more than one share of the Class A shares.

Class B shares shall have no voting rights. Except for the \$1.00 distribution specified herein above for each Class A share, and the distribution specified herein below for each Class C share, Class B shares shall be entitled to a distribution of all of the Corporation's assets on the voluntary or involuntary liquidation of the Corporation.

All other rights, privileges, and limitations shall be the same for each class of shares.

THREE

Class C shares in the amount of 1,000,000 shares with a par value of \$5.00 per share have been cancelled and the outstanding distribution of the Class C shares have been returned to the Class C shareholders.

FOUR

The foregoing amendment was adopted on March 28, 2005.

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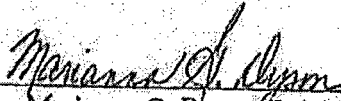
The amendment(s) was/were adopted by unanimous consent of the shareholders.

The amendment received an affirmative vote of the holders of at least two-thirds of the outstanding shares entitled to vote.

The undersigned President declares that the facts herein stated are true as of April 27, 2007.

Miller & Chevalier Chartered

By:



Marianna G. Dyson, President

BYLAWS
OF
MILLER & CHEVALIER CHARTERED
(A District of Columbia Corporation)

BYLAWS
OF
MILLER & CHEVALIER
Chartered
(A District of Columbia Corporation)

ARTICLE I
NAME, OFFICE, STOCK

Section 1. Name, Definition. The name of this corporation is Miller & Chevalier Chartered, a professional corporation organized and operating under the District of Columbia Professional Corporation Act as a law firm engaged in the practice of law. In these Bylaws, unless otherwise specified, the term "Firm" shall mean that professional corporation of Miller & Chevalier Chartered. The Firm may adopt variations of its name, as required, in jurisdictions other than the District of Colombia where it is engaged in the practice of law.

Section 2. Registered Office, Other Offices. The registered office of the Firm in the District of Columbia shall be located at Metropolitan Square, 655 Fifteenth Street, N.W. The Firm may have other offices, either within or without the District of Columbia, as required by law or designated by the Executive Committee.

Section 3. Capital Stock. Except as otherwise provided in the Firm's articles of incorporation, the authorized capital stock of the Firm shall be one thousand shares of Class A common stock with a par value of one dollar per share and one million shares of Class B common stock with a par value of five dollars per share. Class A shares shall have voting rights of one vote per share, but, except for the distribution of one dollar per Class A share, shall not be entitled to any distribution of Firm assets in the event of liquidation of the Firm. All Shareholders shall be issued one share of Class A stock. No Shareholder may own more than

one Class A share. Class B shares shall have no voting rights. Except for the distribution of one dollar for each Class A share, only Class B shares shall be entitled to distribution of the Firm's assets, net of liabilities, in the event of liquidation. Except for the one dollar distribution specified herein for each Class A share, Class B shares shall be entitled to distribution of all of the Firm's assets, net of liabilities, on the voluntary or involuntary liquidation of the Firm. Except as stated in this Section, all rights, privileges, and limitations shall be the same for both classes of shares. No shares, or certificates therefor, shall be owned or registered in any manner, either beneficially or of record, directly or indirectly, by or in the name of any person other than a Shareholder.

ARTICLE II SHAREHOLDERS

Section 1. Definition. In these Bylaws, the term "Shareholders" shall mean those persons who are shareholders of the Firm, and the term "Shareholder" shall mean any such person who is a shareholder of the Firm.

Section 2. Qualifications and Admission. Subject to the laws of the District of Columbia, a person authorized and qualified to practice law in the District of Columbia or in any state in the United States in which the person will practice law, may become a Shareholder by the affirmative vote of three-fourths of all Shareholders.

Section 3. Retirement. A Shareholder shall be deemed to have retired if he or she provides the Firm with one year's notice that he or she intends to resign from the Firm and to cease the general practice of law. Ceasing the general practice of law shall mean (1) ceasing the practice of law and the practice of any related professional services in all respects or (2) ceasing the practice of law and the practice of any related professional services, except practice on a *pro*

bono basis or practice as an independent contractor to the Firm. If a Shareholder resigns from the Firm with less than one year's notice, the Shareholder will not be deemed to have retired from the Firm. If a Shareholder does not cease the general practice of law, or resumes such practice after resignation from the Firm, he or she must notify the Firm immediately and shall no longer be deemed to have retired from the Firm.

Section 4. Expulsion. Except for retirement, pursuant to the provisions of Article II, Section 3, the employment of a Shareholder and eligibility of that Shareholder to hold shares of stock of the Firm may be terminated without that Shareholder's consent only by the affirmative vote of two-thirds of all the Shareholders.

Section 5. Termination. In the event that a Shareholder's employment as an employee of the Firm is terminated for any reason, the employee's salary and benefits shall cease except (1) to the extent that benefits are payable to the employee under the terms of the following plans or policies (or similar or successor plans or policies): (A) the Miller & Chevalier Chartered Cash or Deferred Profit Sharing Plan; (B) the Miller & Chevalier Chartered Employee's Retirement Plan; (C) the Miller & Chevalier Chartered Unfunded Retirement Plans; (D) life insurance or disability policies to the extent of coverage, if any, under the terms of those policies, and (2) to the extent the Compensation Committee, in its discretion, authorizes the payment of additional compensation for services provided prior to the termination of employment.

Section 6. Authority. Only the Shareholders shall have the authority to take any of the following actions:

- (i) to elect the Chairman and other members of the Executive Committee;
- (ii) to establish, amend, or terminate any employee benefit plan, as that term is defined in section 3(3) of the Employee Retirement Income Security Act

of 1974, as amended, except that the Executive Committee shall have authority to authorize an amendment of such a plan that does not result in a substantial change in the benefits of Shareholders, provided that all such amendments authorized by the Executive Committee shall be promptly communicated to all Shareholders;

- (iii) to establish or amend policies regarding vacations and other material fringe benefits;
- (iv) to establish or amend policies regarding retirement of Shareholders;
- (v) to expel a Shareholder, pursuant to Article II, Section 4; and
- (vi) to take any other action reserved by law to the shareholders of a corporation or reserved to the Shareholders by the Firm's articles of incorporation or these Bylaws.

Only members of the Executive Committee and those other Shareholders or employees of the Firm whose actions are expressly authorized by the Executive Committee shall have the authority to bind the Firm in its business affairs. With respect to all matters involving the rendering of legal services, however, Shareholders shall have the authority to bind the Firm. Shareholders shall have no liability for the performance of legal services by another Shareholder, beyond that provided by law.

Section 7. Consent To Be Governed By Bylaws. Any person who becomes a Shareholder is deemed to have consented to the governance of the Firm by the provisions of these Bylaws.

Section 8. Obligation to the Firm. Each Shareholder shall devote his or her full time, ability, energy and best endeavors to the Firm and in furtherance of the purposes of the

Firm, except as otherwise provided herein. No Shareholder shall act as an officer, director, employee, executor, trustee, or any other fiduciary of any corporation, partnership, unincorporated association, or other entity, or accept any public office or office in any political party, or invest with any client (except for publicly traded companies for which the Shareholder is not subject to any insider trading rules), without the advance written approval of the Executive Committee. No Shareholder shall accept for his or her own account any opportunity in which the Firm has an interest or expectancy, unless and until such opportunity is presented to the Firm, and the Executive Committee, being fully informed of the opportunity, rejects the same in writing. All legal services rendered by any Shareholder shall be for the benefit of the Firm, and all Law-Related Income (as hereinafter defined) shall be promptly deposited to the account of the Firm. "Law-Related Income," as used herein, shall mean all income or compensation derived in any way from or in any matter related to the provision of legal services and shall include fees for professional writing, speaking and teaching, and all fees, commissions, and other forms of compensation received by any Shareholder that are in any way related to the Shareholder's professional practice, unless specifically waived in writing by the Executive Committee in advance of the accrual of the compensation. Any compensation paid to a Shareholder as a director (including committee, consulting, and similar fees), executor, trustee, or in any other fiduciary capacity shall not be "Law-Related Income." This provision does not include the performance of non-paid, non-legal services for charitable organizations.

Section 9. Conflicts with the Firm. No Shareholder whose interests have been determined by the Firm to be in conflict with the Firm's interests shall have the right to be informed of or participate in any disclosures or discussions between the Firm and its counsel (including Firm Counsel, outside counsel representing the Firm, or both), to be informed of any

advice rendered by counsel, or to participate in any votes or decisions regarding any matters on which the Shareholder is determined by the Firm to be in conflict with the Firm (except for Shareholder votes on terminating the Shareholder). For purposes of this section, a conflict with the Firm shall include a legal or ethical conflict, a violation of a Shareholder's obligation to the Firm, as defined in Article II, Section 8, or a material violation of the Firm's compliance policies, and generally shall not include a disagreement between the Shareholder and the Firm about a matter of policy, a decision of the Executive Committee, or compensation. The determination that a Shareholder is in conflict with the Firm shall be made by the Executive Committee, in its reasonable judgment. If the Firm makes such a determination, the Shareholder shall be notified. If the Firm becomes aware of facts that suggest that a conflict may be present, the Executive Committee may consult with its counsel for advice. Any consultation with its counsel shall not waive any attorney-client privilege or other privilege or protection the Firm may have to protect the confidentiality of its communications with its counsel. If a Shareholder believes that his or her interests might be in conflict with the Firm or to other Shareholders, he or she will notify the Chairman of the Executive Committee or his or her designee as to such potential conflict and a description of the nature of the potential conflict.

ARTICLE III SHAREHOLDERS' MEETINGS

Section 1. Regular Meetings. The Shareholders shall have regular meetings at such times and places as the Shareholders or the Executive Committee shall establish.

Section 2. Special Meetings. Special meetings of the Shareholders may be called for any purpose or purposes by the Executive Committee or the Chairman. The Chairman shall call a special meeting of the Shareholders at the request of one-fifth of all the Shareholders.

Section 3. Notice of Meetings. Written notice stating the time and place of each meeting of the Shareholders and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than three (3) days nor more than thirty (30) days before the date of the meeting to each Shareholder entitled (at the time the notice is given) to vote at the meeting. The notice of any meeting shall include, or be accompanied by, any additional statements, information, or documents required by any applicable law. Notice shall be given in accordance with Article XI, Section 2.

If any meeting of the Shareholders is adjourned to another time or place, no notice of such adjournment need be given other than by announcement thereof at the meeting at which such adjournment is taken.

Whenever any notice is required to be given to any Shareholder, a waiver thereof in writing signed by the Shareholder whether before or after the time stated therein shall be the equivalent to the giving of such notice. In addition, a Shareholder's attendance at a meeting shall constitute that Shareholder's waiver of any requirement of notice of that meeting, unless the Shareholder expressly states an objection to the holding of a meeting without adequate notice at the beginning of the meeting.

Section 4. Quorum. Except as otherwise provided by law, a majority of the Shareholders entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Shareholders. If less than a quorum of the Shareholders are present at a meeting, a majority of the Shareholders present may adjourn the meeting without further notice until such time as a quorum is present or represented, when any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5. Shareholder Action. Ordinarily the meetings of the Shareholders shall be conducted informally. All matters requiring a vote of the Shareholders under these Bylaws, the Firm's articles of incorporation or applicable law shall be put to the Shareholders for a vote. Except as otherwise provided herein, a majority of votes cast at any meeting at which a quorum is present shall be the act of the Shareholders.

Section 6. Proxies. At all meetings of Shareholders, a Shareholder may authorize another Shareholder to act by proxy for any specified purposes or for all purposes and in all matters in which a Shareholder is entitled to participate. Such proxy shall be in writing, shall be signed or otherwise authorized by the member giving the proxy, and shall be delivered to the presiding Secretary before or at the meeting. For the purpose of this Section, "writing" shall include electronic mail. No proxy shall be valid after eleven months from the date of its execution.

Section 7. Voting. Each Shareholder shall have one vote on all matters that come before the Shareholders for a vote. Specifically, each Class A share held by a Shareholder shall be entitled to one vote. No Class A share held by any person other than a Shareholder shall be entitled to vote.

Section 8. Informal Action. Any action required or permitted by the articles of incorporation of the Firm, by these Bylaws, or by any provision of law to be taken at a meeting of the Shareholders may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Shareholders entitled to vote with respect to the subject matter thereof, and filed with the minutes of the Shareholders' meetings.

ARTICLE IV
BOARD OF DIRECTORS, EXECUTIVE COMMITTEE

Section 1. General Powers and Definition. Unless expressly reserved to the Shareholders in Article II, Section 6 of these Bylaws, the business and affairs of the Firm shall be managed by its Board of Directors, which shall be called the Executive Committee and in these Bylaws is referred to as the "Executive Committee." The Executive Committee shall give priority to policy and planning issues and shall approve the annual budget and business plan of the Firm.

Section 2. Composition. The Executive Committee shall consist of the Chairman, the Vice-Chairman, and no less than one nor more than five additional members, who must all be Shareholders.

Section 3. Nomination, Election, Term, Removal. The Chairman, the Vice-Chairman, and the other members of the Executive Committee shall be elected biennially, for a term beginning on July 1 in the year of election, by a majority of all Shareholders, except that the term for the members of the Executive Committee elected in 2013, shall be for a term which shall begin on October 1 and shall end on June 30, 2015. The Nominating Committee shall nominate to the Shareholders a slate of nominees for the offices of Chairman, Vice-Chairman, and the other members of the Executive Committee. The number of nominees so nominated by the Nominating Committee shall be equal to the number of positions to be filled. Nominations shall be permitted from the floor without limit. The report of the Nominating Committee shall be given to each Shareholder entitled (at the time the notice is given) to vote at the meeting not less than seven (7) days before the date of the Shareholder's meeting in the month preceding the commencement of the Executive Committee's term.

A member of the Executive Committee may resign at any time, and a member of the Executive Committee who ceases to be a Shareholder shall be deemed, without the requirement of any further action, to have resigned from the Executive Committee. Any or all of the members of the Executive Committee may be removed at any time, with or without cause, at a meeting of the Shareholders, by the affirmative vote of a majority of all the Shareholders. Vacancies in the position of Chairman or Vice-Chairman arising by reason of death, resignation, removal, or other cause shall be filled by a new election by the Shareholders. Vacancies in any other position on the Executive Committee may be left vacant or may be filled by a new election by the Shareholders, at the discretion of the Executive Committee. Any vacancy filled shall be for the remaining portion of the Executive Committee's term. Election of the person to fill a vacancy shall be in accordance with this Section 3, except that if there is a single vacancy to be filled for a position other than Chairman or Vice-Chairman, the Executive Committee shall nominate a person for this position.

Section 4. Quorum and Action. A majority of the Executive Committee shall constitute a quorum of the Executive Committee, and the vote of a majority of all the members of the Executive Committee shall be the act of the Executive Committee for the transaction of any business.

Section 5. Proxies. At any meeting of the Executive Committee, a member may authorize another member to act by proxy for any specified purpose or for all purposes and in all matters in which the member giving the proxy is entitled to participate. Such proxy shall be in writing, shall be signed or otherwise authorized by the member giving the proxy, and shall be delivered to the presiding member of the Executive Committee before or at the meeting. For the purpose of this Section, "writing" shall include electronic mail.

Section 6. Informal Action. Any action required or permitted by the articles of incorporation of the Firm, by these Bylaws, or by any provision of law to be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Executive Committee and filed with the minutes of the Executive Committee.

ARTICLE V OFFICERS

Section 1. General. The officers of the Firm shall be a Chairman, a Vice-Chairman, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries, and assistant treasurers as the Executive Committee shall appoint. Any two or more offices may be held by the same person, except the offices of Chairman and secretary. Each officer must be a Shareholder of the Firm. The Chairman and the Vice-Chairman must each be a member of the Executive Committee.

Section 2. Chairman. The Chairman shall be the president and chief executive officer of the Firm and shall in general supervise all of the Firm's business affairs and practice development and management. The Chairman shall generally exercise all the powers and authority customarily associated with the office of president of a corporation and, when present, shall preside at all meetings of the Shareholders and of the Executive Committee.

Section 3. Vice-Chairman. In the event of the Chairman's absence or inability or refusal to act, the Vice-Chairman shall perform the duties of the Chairman and president, and when so acting, shall have all the powers and authority of the Chairman and president.

Section 4. Secretary. The secretary shall oversee the maintenance of the Firm's corporate books and records, including the minutes of meetings of the Shareholders and the

Executive Committee, shall ensure that these Bylaws remain current and shall propose amendments when appropriate, and shall generally exercise all the powers and authority customarily associated with the office of secretary of a corporation.

Section 5. Treasurer. The treasurer shall oversee the receipt, custody, disbursement, and accounting of all funds and other property of the Firm. If and to the extent required by the Executive Committee, the treasurer shall be bonded, at the Firm's expense.

Section 6. Assistant Officers. The assistant vice-presidents, assistant secretaries, and assistant treasurers, if any, shall have such duties and authority as the Executive Committee prescribes.

Section 7. Election and Term. All officers shall be appointed as required by the Executive Committee and shall hold office at the pleasure of the Executive Committee and may be removed at any time by the Executive Committee with or without cause. Such removal shall be without prejudice to contract rights, if any, but election or appointment as an officer shall not of itself create contract rights. An officer may resign at any time, and an officer who is a Shareholder when elected or appointed and who ceases to be a Shareholder shall be deemed, without the requirement of any further action, to have resigned. An officer who is required to be a member of the Executive Committee who ceases to be a member of the Executive Committee shall be deemed, without the further requirement of any further action, to have resigned from that office.

ARTICLE VI COMMITTEES

Section 1. Nominating Committee. The Nominating Committee shall consist of five Shareholders. All Shareholders are eligible for election to the Nominating Committee, and any Shareholder elected is obligated to serve. The Nominating Committee shall be elected by the

Shareholders biennially on or before March 31 by secret ballot, except that in 2013, the election shall be held on or before June 30, 2013. Each Shareholder shall vote by ballot for five Shareholders to serve on the Nominating Committee. A majority of votes cast will not be required for election to the Nominating Committee. The five Shareholders who receive the highest number of votes shall be the Nominating Committee. The Shareholder who receives the highest number of votes shall be the chairman of the Nominating Committee. In all cases, for determining both members and the chairman of the Nominating Committee, ties shall be resolved sequentially as follows: (1) in favor of the person who has been a Shareholder for the longest total number of days; (2) if there is still a tie, in favor of the person who has been an attorney at the Firm after admission to the District of Columbia Bar for the longest total number of days; and (3) if there is still a tie, a subsequent vote on the two or more Shareholders who are tied.

If one member of the Nominating Committee ceases to be a Shareholder during the term of the Nominating Committee, the remaining four members shall act if the Nominating Committee is required to take any action. If two or more members of the Nominating Committee cease to be Shareholders during the term of the Nominating Committee, there shall be another ballot to replace these members, if the Nominating Committee is required to take any action. If one of these members was the chairman of the Nominating Committee, the remaining member who received the highest number of votes in the original election shall be the chairman of the Nominating Committee.

Section 2. Compensation Committee. The Compensation Committee shall consist of no less than five nor more than nine Shareholders (at least two of whom shall not be members of the Executive Committee) nominated by the Executive Committee and elected annually, for a term beginning on October 1 of each year, by a majority of all Shareholders. In

the nomination and election, one of the members of the Compensation Committee shall be designated its chairman. The Compensation Committee shall review and evaluate the practices of Shareholders and shall annually set the compensation of Shareholders, in accordance with such policies as the Shareholders may from time-to-time establish.

A member of the Compensation Committee may resign at any time, and a member of the Compensation Committee who ceases to be a Shareholder shall be deemed, without the requirement of any further action, to have resigned. Any or all of the members of the Compensation Committee may be removed at any time, with or without cause, at a meeting of the Shareholders, by the affirmative vote of a majority of all the Shareholders. If a vacancy occurs during the term of the Compensation Committee, it may be left vacant or may be filled by a new election by the Shareholders, at the discretion of the Executive Committee but in accordance with the requirements of this Section 2. Any vacancy filled shall be for the remaining portion of the Compensation's Committee's term. Nomination and election of any person to fill a vacancy shall be in accordance with this Section 2.

Section 3. Other Committees. The Shareholders and the Executive Committee are authorized to create other committees, and the Executive Committee is authorized to delegate any authority for which it has responsibility to any such committee as permitted by law.

ARTICLE VII INDEMNIFICATION OF SHAREHOLDERS

Section 1. Indemnification by the Firm. Except as otherwise provided in this Article, each present, former, and future Shareholder, and the personal representative of any such Shareholder who is deceased, shall be entitled, without prejudice to any other rights, to be reimbursed by the Firm for, and indemnified by the Firm against, all liability and expense

(including, but not limited to, attorneys' fees and costs) reasonably incurred in connection with any claim, action, suit, or proceeding of whatever nature in which the Shareholder may be involved, as a party or otherwise, by reason of having served as a director, officer, Shareholder, or employee of the Firm, or by reason of any action alleged to have been theretofore or thereafter taken or omitted by the Shareholder as such director, officer, Shareholder, or employee, whether or not he or she continues to be such director, officer, Shareholder, or employee, or by reason of performing legal services in the course of Firm business, participating in the conduct of the business of the Firm or participating in any other affairs of the Firm, including amounts paid or incurred in connection with reasonable settlements made with a view to curtailment or avoidance of costs of litigation and with the approval of a majority of the Executive Committee (excluding the members of the Executive Committee, if any, who are involved, whether or not such majority otherwise constitutes a quorum). Such reimbursement or indemnity shall include any liability or expense incurred or settlement made in connection with any matter arising out of the negligence of the Shareholder, but shall not include any liability or expense arising out of fraud or the willful misconduct of such individual as determined by a court of competent jurisdiction or by a mediator agreed to by the Shareholder and the Firm or, failing agreement, selected according to the procedures prescribed by the AAA in the case where the parties cannot agree on a mediator.. The Firm and its directors, officers, employees, and agents shall not be liable to anyone for making any determination as to the existence or absence of liability, or for making or refusing to make any payment hereunder on the basis of such determination, or for taking or omitting to take any other action hereunder..

Section 2. Indemnification by Shareholder. Each present, former, and future Shareholder, and the personal representative of any such Shareholder who is deceased, shall

indemnify the Firm and the other Shareholders against all liability and expense (including, but not limited to, attorneys' fees and costs) reasonably incurred in connection with any claim, action, suit, or proceeding of whatever nature arising out of the fraud or willful misconduct of such Shareholder as determined by a court of competent jurisdiction or by a mediator agreed to by the Shareholder and the Firm or, failing agreement, selected according to the procedures prescribed by the AAA in the case where the parties cannot agree on a mediator. The provisions of this Section shall be solely for the benefit of the Firm and its Shareholders but not for the benefit of any creditor, and shall survive the termination of the indemnifying Shareholder as an employee or as a Shareholder of the Firm, with respect to any claims arising in whole or in part from events occurring prior to such termination.

Section 3. Advancement of Expenses. The Firm shall advance on a current basis all expenses, including, but not limited to, attorneys' fees, reasonably and actually incurred by a present, former, or future Shareholder, or the personal representative of any such Shareholder who is deceased, in connection with the defense of any action, suit or proceeding, and in connection with any appeal thereon, as to which such Shareholder is entitled to indemnification by the Firm pursuant to this Article VII on condition that such Shareholder provides an unsecured undertaking that the Shareholder will repay such advances if it is ultimately determined that such Shareholder is not entitled to indemnification for such expenses.

ARTICLE VIII TRANSFER OF SHARES OF STOCK

Section 1. Book Entries or Certificates. Shares of stock in the Firm shall be evidenced by entries in the Firm's books. Certificates for shares may also be authorized by the Executive Committee in such form as may be prescribed by law or by the Executive Committee.

If certificates are issued, each certificate shall contain on its face the following legend:

The ownership and transfer of these shares and the rights and obligations of shareholders are subject to the limitations of the District of Columbia Professional Corporation Act; transfer of these shares may be further restricted by the Bylaws of the corporation and by shareholder agreements which shall be kept for inspection at the corporation's principal office. The Firm shall furnish to any Shareholder, upon request and without charge, a summary statement of the designations, preferences, limitations, and relative rights of the shares of each class of stock authorized to be issued by the Firm.

Each Class A certificate shall contain on its face a notice of restriction as follows:

These shares are not entitled to share in the distribution of corporate assets upon the voluntary or involuntary dissolution or liquidation of the corporation, except for the distribution of one dollar per Class A share.

Each Class B certificate shall contain on its face a notice of restriction as follows:

These shares do not carry any voting rights except as specifically required by law.

No certificate shall be issued for any share of stock until such share is fully paid.

Section 2. Records. The Secretary shall keep or cause to be kept a stock record, in which shall be registered the name and address of all Shareholders, the number and type of shares held by each Shareholder, the date when the same were issued, the date of any transfer of shares, and the name of the transferee.

Section 3. Transfer. Shares of stock of the Firm shall be transferred only to the Firm or to a Shareholder. Unless otherwise determined by the Executive Committee, a new Shareholder shall purchase new shares issued by the Firm, at their Book Value, provided that any shares having a par value shall not be issued for a consideration less than their par value.

Section 4. Death or Termination.

Subsection (a). Upon the occurrence of any of the following events, a Shareholder shall be considered terminated as a Shareholder (a "Shareholder Termination"):

- (i) voluntary or involuntary termination of employment with the Firm, including retirement pursuant to the provisions of Article II, Section 3;
- (ii) voluntary or involuntary loss of the right to practice law in the District of Columbia or in the state in which the Shareholder practices law;
- (iii) judicial adjudication of incompetence;
- (iv) deemed permanent disability, as determined by the affirmative vote of two-thirds of all the Shareholders;
- (v) death; and
- (vi) expulsion, as provided in Article II, Section 4 of these Bylaws.

It shall not include a termination of a Shareholder upon the dissolution of the Firm.

Subsection (b). In the event of a Shareholder Termination, all shares held by that Shareholder shall be redeemed from that Shareholder or that Shareholder's estate at their Share Value, except as may otherwise be provided in any Employment Agreement then in existence. The redemption shall be effective on the date of death or termination. The terminated Shareholder or deceased Shareholder's estate shall not be entitled to any distribution with respect to the good will, if any, of the Firm; the appreciation, if any, over Share Value of the assets or any asset of the Firm; or any fees, whether contingent or otherwise, not yet realized by the Firm pursuant to its customary method of accounting. Unless the Executive Committee authorizes an earlier payment, such payments of Share Value shall occur at the time of the Firm's annual revaluation and redistribution of shares. Payment to any Shareholder on the occasion of

retirement in accordance with the provisions of Article II, Section 3, adjudication of incompetence, or permanent disability and payment to the estate of any deceased Shareholder on the occasion of death shall be made in cash. Payment to a terminated Shareholder in any other case shall be made by issuance of a note, payable in five annual installments, with interest, unless the Executive Committee and the terminated Shareholder agree otherwise. The rate of interest initially shall be the prime rate of interest published by the Firm's principal bank at the time the note is issued, and thereafter shall be adjusted to the then prevailing prime rate of interest published by the Firm's principal bank on each succeeding January 1. The note will permit prepayment by the Firm without penalty at the election of the Executive Committee.

Section 5. Share Value. For the purposes of this Article, "Share Value" shall mean an amount per share of Class B common stock that is computed by adding (i) the par value of the Class B common stock that is issued and outstanding, plus (ii) any additional paid in capital, plus (iii) any retained earnings, all as shown on the most recent financial statements of the Firm, and dividing the total by the number of shares of Class B common stock then outstanding. The Share Value shall be computed on an annual basis at the time of the Firm's annual revaluation and redistribution of Shares, and shall not be adjusted until computed in the following year, notwithstanding any changes in the components thereof. The Share Value with respect to a Shareholder shall mean the number of shares of Class B common stock held by such Shareholder multiplied by the Share Value determined as aforesaid.

Section 6. Record Date for Shareholders. For the purpose of determining Shareholders entitled to notice of or to vote at any meeting of Shareholders, or Shareholders entitled to receive payment of any dividend, or for any other purpose, the Executive Committee may fix in advance a date as the record date for any determination of Shareholders, such date in

any case to be prior to, but not more than fifty (50) days prior to, the date on which the particular action requiring such determination of Shareholders is to be taken. If no such record date is fixed, the date of the meeting or other action or the date on which the resolution of the Executive Committee declaring such dividend is adopted, as the case may be, shall be the record date for such determination of Shareholders.

Section 7. Ownership. The Firm may treat the holder of record of any share or shares as the holder in fact thereof, and shall not be bound to recognize any equitable or other claim to or interest in any such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as expressly provided by law.

ARTICLE IX VOLUNTARY TERMINATION BY A SHAREHOLDER

Section 1. Notice of Termination. Any Shareholder may voluntarily terminate his or her employment with the Firm for any reason by giving sixty (60) days prior written notice to the Firm (a "Notice of Termination"). The effective date of the Shareholder Termination shall be sixty (60) days following the date that Notice of Termination is given, unless the Executive Committee elects to accelerate the effective date. The Executive Committee may, in its sole discretion, require a Shareholder who has given a Notice of Termination to vacate the Shareholder's office and to depart the premises.

Section 2. Joint Communications. An announcement regarding the departure of a Shareholder from the Firm shall be sent within ten (10) days of the Notice of Termination to clients for whom the terminating Shareholder was the primary client contact. The announcement shall be made by letter in a manner mutually acceptable to the Shareholder and the Executive Committee. Until the announcement is mailed, a terminating Shareholder shall not contact,

solicit, or send announcements to any clients regarding his or her termination. Prior to the effective date of the Shareholder Termination, the departing Shareholder shall not solicit former or prospective clients of the Firm or employees or staff of the Firm.

Section 3. Status Memo. At least ten (10) days prior to the effective date of Shareholder Termination, a terminating Shareholder shall prepare and deliver to the Executive Committee a close-out status memo for each matter for which the Shareholder has substantial responsibility and containing such information concerning each such matter as the Executive Committee may reasonably request.

Section 4. Client Files.

Subsection (a). All files, documents, and records of a client for which the terminating Shareholder has worked shall, unless otherwise directed by the client, remain in the possession of the Firm, but a former Shareholder shall, unless otherwise directed by the client, have reasonable access to such files, documents, and records in existence as of the effective date of Shareholder Termination for purposes of inspection and/or copying at any time during business hours, without cost or obligation on the part of the Firm.

Subsection (b). The files, documents, and records of a client shall be delivered to a terminating Shareholder, or a firm with which the terminating Shareholder is employed, only upon the written request of the client. In such event, the Firm may make a copy of such files, documents and records at its expense. In addition, the terminating Shareholder shall be obligated after termination to make such files, documents, and records freely available to the Firm during business hours, during which time the Firm shall have the right, at the Firm's cost, to copy any such files, documents and records.

Section 5. Firm Intellectual Property. Firm intellectual property includes client lists, client data, software, marketing materials, form files, precedent files, and any other information or data used or developed in the course of the business of the Firm that does not belong to a client. All Firm intellectual property is the property of the Firm. A terminating Shareholder shall hold all Firm intellectual property strictly confidential, shall not remove any Firm intellectual property from the premises of the Firm, shall not copy any such Firm intellectual property electronically or otherwise, and shall return all Firm intellectual property to the Firm upon request.

Section 6. Right of Offset. The Firm shall have the right, in its sole discretion, to offset against amounts owed to a terminating Shareholder any contractual or other monetary obligations of such Shareholder to the Firm, including but not limited to any costs incurred by the Firm as a result of the failure by a terminating Shareholder to comply with the provisions of this Article.

Section 7. Allocation of Fees. Fees and other payments received after the effective date of Shareholder Termination with respect to matters for clients retained by a terminating Shareholder shall be allocated between the Firm and the terminating Shareholder (including any firm with which such terminating Shareholder associates) as follows:

Subsection (a). First, prior to the allocation of any fees, all costs or other expenses incurred by the Firm shall be reimbursed to the Firm.

Subsection (b). Next, any fees or other payments received by either the Firm or by a terminating Shareholder shall be allocated to the Firm to satisfy the client's outstanding receivables existing as of the Shareholder's termination date and to satisfy charges later billed by

the Firm for services or expenses incurred prior to or associated with the Shareholder's termination.

Subsection (c). Next, any fees or other payments shall be allocated to the terminating Shareholder for services rendered or expenses incurred by the terminating Shareholder after such Shareholder's termination date.

ARTICLE X DISSOLUTION

Section 1. Election to Dissolve. The Firm may be dissolved at any time by the affirmative vote of two-thirds of all Shareholders at a meeting called expressly to consider dissolution.

Section 2. Proceedings after Dissolution.

Subsection (a). If the Firm dissolves, no further professional services shall be rendered in the Firm's name, and no further business shall be transacted from and after the date selected for dissolution, except to the extent necessary to wind up the affairs of the Firm. Maintenance of offices to effectuate the winding up or liquidation of the Firm's affairs shall not be construed as a continuation of the Firm.

Subsection (b). If the Firm dissolves, the Firm's affairs shall be wound-up by a Liquidation Committee comprised of the members of the Executive Committee as of the date of the vote to dissolve the Firm. The members of the Liquidation Committee shall be changed or added to only by agreement of a majority of the Shareholders who were Shareholders on the date of the vote to dissolve. The Liquidation Committee shall determine all questions as to the winding up of the business affairs of the Firm, including but not limited to the sale or partition of properties incident thereto, the value to be attributed to property divided in kind, the disposition

of the Firm's telephone numbers, the disposition of client files, and any and all other issues involved in completing the dissolution of the Firm. The members of the Liquidation Committee shall be entitled to reasonable compensation for work performed, but at no more than their regular hourly rates, and shall be reimbursed for actual, out-of-pocket expenses. The Liquidation Committee in its discretion may employ any person or persons to assist in the fulfillment of its duties. The Liquidation Committee may also delegate tasks to other Shareholders, who shall assist the Liquidation Committee to the greatest extent possible and without compensation except for actual out-of-pocket expenses.

Subsection (c). All Shareholders covenant to cooperate in every regard in the winding up of the Firm affairs and, without limiting the generality of the foregoing, will refrain from the following conduct:

- (i) transferring Firm assets;
- (ii) failing to comply with client directives to turn over client files;
- (iii) refusing to sign substitutions of attorney forms on behalf of the Firm;
- (iv) removing client files from the offices of the Firm without noting the same on a permanent log that is available for inspection by any party or counsel;
- (v) refusing any other Shareholders access to the Firm offices;
- (vi) removing any Firm books of account or records;
- (vii) refusing access to personal effects, office forms, files, word processing disks, and word processing equipment; and
- (viii) tampering with information found in computers and files used by the Firm or any Shareholder.

Subsection (d). Upon dissolution, any Shareholder remaining in the space occupied by the Firm (other than members of the Liquidation Committee performing the duties thereof) shall pay the rent to the Firm based upon the then current lease rate applied to the space occupied by such Shareholder (including a fair allocation of common areas) until such time as he or she either (i) shall remove himself or herself from the premises or (ii) assumes direct liability to the landlord with the landlord's consent for the space occupied by such Shareholder (including a fair allocation of common areas) and obtains a release of the Firm from liability for such space.

Section 3. Disposition of Client Files. In the event of dissolution of the Firm, all files, documents, and records pertaining to each client shall be delivered in accordance with written instructions from clients; provided that the Firm shall have access to such files, document, and records during the winding-up of the Firm's affairs, for purposes of inspection and/or copying at any time during business hours.

Section 4. Costs of Liquidation. Firm assets shall be used to pay or provide for all debts of the Firm and all costs of liquidation.

Section 5. Disposition of Proceeds of Liquidation. The assets and proceeds of the liquidation shall be applied by the Liquidation Committee in the following order:

Subsection (a). First, to the payment of the debts and liabilities of the Firm owing to creditors other than Shareholders or former Shareholders and then to the expenses of liquidation. In connection with any Firm lease obligation, bank debt or other Firm obligation personally guaranteed by any of the Shareholders, the Liquidation Committee shall settle such amount or mitigate such loss and shall be authorized to pay such amount as may be required to obtain a release of the Firm and the individual Shareholders from such obligations, or, in the

alternative, shall retain sufficient funds to pay all unpaid and remaining amounts as and when the same become due and payable.

Subsection (b). Next, to the payment of the debts and liabilities owing to the Shareholders or former Shareholders.

Subsection (c). Next, to the redemption of all shares held by the Shareholders at their Share Value.

Subsection (d). Last, to the Shareholders (in the same ratio as their respective aggregate compensations have borne to each other, averaged over the last three complete fiscal years of the Firm).

Section 6. Drag Back. In the event the Firm dissolves or declares bankruptcy within one year after the resignation, withdrawal, termination or expulsion of a Shareholder (but not the retirement pursuant to the provisions of Article II, Section 3 or withdrawal on account of disability of a Shareholder), each Shareholder so resigning, withdrawing, terminating or expelled shall be responsible, to the same extent (if any) as if the Shareholder were still a Shareholder, for the Shareholder's share (if any) of any liabilities to unrelated third-party creditors of the Firm that may be required to be paid by the other Shareholders, computed as of the date of dissolution or bankruptcy of the Firm. It is expressly agreed that such Shareholder shall pay to or for the benefit of the Firm a share of such liabilities on the same basis as the other Shareholders in the Firm.

ARTICLE XI MISCELLANEOUS GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Firm shall be fixed, and shall be subject to change, by the Executive Committee.

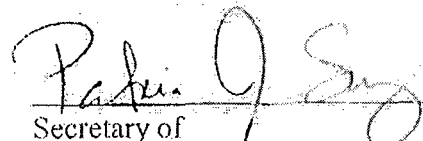
Section 2. Notices. Wherever notice is required or permitted to be given to a Shareholder under these Bylaws, such notice shall be in writing and shall be deemed to be duly given if delivered to the office at the Firm regularly maintained by the Shareholder, given by U.S. mail to the business address which appears in the records of the Firm, or given by electronic mail to the Shareholder's electronic mail address at the Firm. If notice is given by delivery to an office at the Firm, such notice shall be deemed to be given on the date of such delivery. If notice is given by U.S. mail, such notice shall be deemed to be given on the third day following the date on which such notice is deposited in the U.S. mail, addressed to the Shareholder at the business address which appears in the records of the Firm, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be given on the date such electronic mail is sent.

ARTICLE XII AMENDMENTS

These Bylaws may be altered, amended, or repealed only by a majority vote of all Shareholders, except that with respect to those matters on which more than a majority vote of Shareholders is required the Bylaws may be amended only by that same vote.

I hereby certify that the foregoing is a full, true, and correct copy of the Bylaws of Miller & Chevalier Chartered, a corporation of the District of Columbia, as amended by a vote of a majority of all Shareholders at a meeting of the Shareholders on June 10, 2013.

Dated: 6/11/13


Secretary of
Miller & Chevalier Chartered